

BEFORE THE ARIZONA CORPORATION COMMISSION

JEFF HATCH-MILLER  
Chairman

MARC SPITZER  
Commissioner

WILLIAM A. MUNDELL  
Commissioner

MIKE GLEASON  
Commissioner

KRISTIN K. MAYES  
Commissioner

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AZ CORP COMMISSION  
DOCUMENT CONTROL

In re:  
Application of MCI, Inc., Applicant,  
for Grant of the Authority Necessary  
for the Transfer of Assets of MCI  
Network Services, Inc. to MCI  
Communications Services, Inc.

Docket No: T-02431A-05-0683  
T-03394A-05-0683

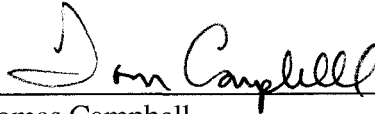
SECOND SUPPLEMENT TO MCI'S APPLICATION  
FOR EXPEDITED APPROVAL OF TRANSFER OF ASSETS

On September 28, 2005, MCI, Inc., on behalf of its operating subsidiary, MCI Network Services, Inc. filed an Application under A.R.S. §40-285 for MCI Network Services, Inc. to transfer its Arizona assets to MCI Communications Services, Inc. On October 3, 2005, at the request of the Arizona Corporation Commission Docket Control, MCI supplemented its Application to include the filings with the Arizona Corporation Commission demonstrating that MCI WorldCom Communications, Inc.'s name had been changed to MCI Communications Services, Inc. and that MCI WorldCom Network Services, Inc.'s name has been changed to MCI Network Services, Inc. Attached to that supplemental filing was a non-conformed copy of MCI Communications Services, Inc.'s name change filing. MCI Communications Services, Inc. is now

1 filing the conformed, stamped copy of the application it filed with the Arizona Corporation  
2 Commission.

3 Respectfully submitted this 19<sup>th</sup> day of October, 2005.  
4

5 LEWIS AND ROCA LLP

6 

7 Thomas Campbell  
8 Michael Hallam  
9 40 North Central Avenue  
10 Phoenix, AZ 85004-4429  
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12 Fax: 602-734-3841  
13 [tcampbel@lrlaw.com](mailto:tcampbel@lrlaw.com)  
14 [mhallam@lrlaw.com](mailto:mhallam@lrlaw.com)

15 Attorneys for MCI, Inc.

16 ORIGINAL and 13 copies of the foregoing  
17 filed this 19<sup>th</sup> day of October, 2005, with:

18 Arizona Corporation Commission  
19 Utilities Division - Docket Control  
20 1200 West Washington  
21 Phoenix, Arizona 85007

22 COPY of the foregoing hand-delivered  
23 this 19<sup>th</sup> day of October, 2005, to:

24 Lyn Farmer  
25 Chief Administrative Law Judge, Hearing Division  
26 Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Christopher Kempley, Esq.  
Chief Counsel, Legal Division  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007

Ernest Johnson  
Director, Utilities Division  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007

Betty J. Griffin

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THIS SECTION

2. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a trade name or trademark, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/ location.

AZ CORPORATION COMMISSION  
FILED

SEP 30 2005

FILE NO. APPLICATION FOR AUTHORITY  
TO TRANSACT BUSINESS  
F-0813276-3 IN ARIZONA

The name of the corporation is: MCI WORLDCOM COMMUNICATIONS, INC.  
A(n) Delaware Corporation  
(State, Province or Country)

We are a foreign corporation applying for authority to transact business in the state of Arizona.

- ✓ We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have changed the following in our domicile jurisdiction:
- ☒ Our actual corporate name (or the name under which we originally obtained authority in Arizona).
  - ☐ The period of our duration.
  - ☐ The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:

MCI COMMUNICATIONS SERVICES, INC.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

(FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Delaware

3. The foreign corporation was incorporated on the 3 day of January,  
1992 and the period of its duration is: Perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

c/o Corporation Service Company

2711 Centerville Road

Wilmington, DE 19808

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

Corporation Service Company

2338 W. Royal Palm Road, Suite J

Phoenix, AZ 85021

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5.b. Indicate to which  
address the Annual  
Report should be  
mailed.

6. If the purpose of  
your corporation has  
any limitations with  
regard to this section,  
so indicate. If not,  
state no limitations or  
leave blank.

Name:  
Address:  
City, State, Zip:  
Name:  
Address:  
City, State, Zip:  
Name:  
Address:  
City, State, Zip:

8. The total number of  
authorized shares  
cannot be "zero" or  
"N/A". Include  
authorized, not issued  
shares in this section.

5.a. The street address of the known place of business of the foreign corporation in Arizona IF  
DIFFERENT from the street address of the statutory agent is:

5.b. The Annual Report and general correspondence should be mailed to the address specified  
above in section 4 X or 5a \_\_\_\_\_.

6. The purpose of the corporation is to engage in any and all lawful business in which  
corporations may engage in the state, province or country under whose law the foreign  
corporation is incorporated, with the following limitations if any:

7. The names and usual business addresses of the current directors and officers of the foreign  
corporation are: (Attach additional sheets if necessary.)

Michael Capellas \_\_\_\_\_ [title]  
President  
22001 Loudoun County Parkway  
Ashburn, VA 20147

Jennifer McGarey \_\_\_\_\_ [title]  
Secretary  
22001 Loudoun County Parkway  
Ashburn, VA 20147

Victoria Harker, Treas. \_\_\_\_\_ [title]  
22001 Loudoun County Parkway  
Ashburn, VA 20147

8. The foreign corporation is authorized to issue 1,000 shares, itemized as  
follows: (Attach additional sheets if necessary.)

1,000 shares of Common [class or series] stock at  
\_\_\_\_\_ no par value or par value of \$ 100 per share.

\_\_\_\_\_ shares of \_\_\_\_\_ [class or series] stock at  
\_\_\_\_\_ no par value or par value of \$ \_\_\_\_\_ per share.

\_\_\_\_\_ shares of \_\_\_\_\_ [class or series] stock at  
\_\_\_\_\_ no par value or par value of \$ \_\_\_\_\_ per share.

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9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws the corporation is incorporated.

The agent must consent to the appointment by executing the consent.

ARS §10-140 requires that changes to corporation(s) be executed by an officer of the Corporation, whose file is to be changed.

9. The foreign corporation has issued 10 shares, itemized as follows:

10 shares of Common [class or series] stock at  
no par value or par value of \$ 1.00 per share.  
shares of \_\_\_\_\_ [class or series] stock at  
no par value or par value of \$ \_\_\_\_\_ per share.  
shares of \_\_\_\_\_ [class or series] stock at  
no par value or par value of \$ \_\_\_\_\_ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

telecommunications

DATED this 19 day of 9, 2005.

MCI COMMUNICATIONS SERVICES, INC.

[Name of Corporation]

Executed by

[Signature]  
Duly Authorized Officer or Director

Stephen C. Ferguson

Vice President

[print name]

[title]

PHONE 703 886 4970 FAX 703 886 1955

[optional]

[optional]

## ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation

effective this 20 day of 9, 2005

By: [Signature]

Signature

Ann R. Shilling

[Print Name]

Corporation Service Company

[If signing on behalf of a company serving as  
statutory agent, print company name here]

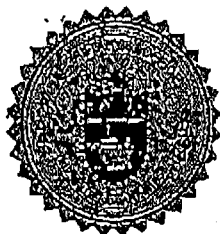
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MCI WORLDCOM COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "MCI WORLDCOM COMMUNICATIONS, INC." TO "MCI COMMUNICATIONS SERVICES, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2005, AT 12:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JUNE, A.D. 2005, AT 1 O'CLOCK P.M.



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050540754

*Harriet Smith Windsor*Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3986738

DATE: 06-29-05

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:47 PM 06/01/2005  
FILED 12:40 PM 06/01/2005  
SRV 050456517 - 2283958 FILE

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE  
OF  
INCORPORATION  
OF

MCI WORLDCOM COMMUNICATIONS, INC.

MCI WorldCom Communications, Inc. (the "Corporation") organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That resolutions were duly adopted setting forth a proposed amendment (the "Amendment") of the Corporation's Certificate of Incorporation by unanimous written consent in lieu of a meeting of the Board of Directors of the Corporation declaring the Amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article 1 so that, as amended, said Article shall be and read as follows:

1. The name of the Corporation is MCI Communications Services, Inc.

SECOND: That thereafter, in accordance with Section 228 of the General Corporation Law of the State of Delaware, the stockholder of the Corporation approved the Amendment by written consent of the stockholder in lieu of a meeting of the stockholders of the Corporation.

THIRD: That the Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

FIFTH: That the Amendment is to become effective on June 1, 2005 at 1:00pm EST.

In WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this 1<sup>st</sup> day of June, 2005.

By: 

Jennifer McGarey  
Secretary